

**OFFICE OF THRIFT SUPERVISION**

**Approval of Bylaw Amendment**

**Order No.: 2011-22**

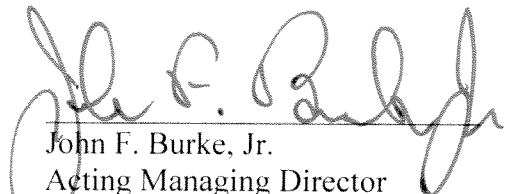
**Date: March 16, 2011**

**Docket No.: 07975**

USAA Federal Savings Bank, San Antonio, Texas (Bank), has filed, pursuant to 12 C.F.R. Section 552.6-1(b), an application with the Office of Thrift Supervision (OTS) to amend its bylaws to establish a time limit for service as a director (Application).

The proposed bylaw change would require any director who receives compensation for director services to cease to hold the office of director at the conclusion of the term during which such director's aggregate service as a director reaches fifteen years. The bylaws of the Bank's holding companies include a similar provision. OTS has no supervisory objection to the proposed bylaw amendment and has concluded that there is an adequate basis to approve the Application. Therefore, OTS hereby approves the Application.

By order of the Director of the Office of Thrift Supervision, or his designee, effective March 16, 2011.

  
John F. Burke, Jr.  
Acting Managing Director  
Corporate & International Activities